

AUG-31-2006 09:09 From:

To: Goldman Sachs Co P.3/4

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

Delphi Automotive Systems LLC,

Case No. 05-44640 (RDD)

Debtors.

-----X

NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001(e)

To: JPMorgan Chase Bank, N.A.
270 Park Avenue, 17th Floor
New York, NY 10017
("Assignor")

As of August 31, 2006, Assignor's Claim against Debtor in the principal amount of \$4,041,686.30 has been transferred to Special Situations Investing Group, Inc. ("Assignee"). The Evidence of Transfer of Claim from Assignor to Assignee is attached as Exhibit A and Assignee's payment and delivery instructions are attached as Exhibit B. A copy of the Proof of Claim filed by Cataler North America Corporation (the "Original Assignor") is attached hereto as Exhibit C. A copy of the Evidence of Transfer of Claim from Original Assignor to The Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BoFT") is attached hereto as Exhibit D-1 and a copy of Evidence of Transfer of Claim from BoFT to Assignor is attached hereto as Exhibit D-2. NO ACTION IS REQUIRED IF YOU DO NOT OBJECT TO THE TRANSFER OF YOUR CLAIM. HOWEVER, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION TO THE TRANSFER WITH THE COURT:

Mailing Address:	Physical Address:
United States Bankruptcy Court Southern District of New York Delphi Corporation Claim Docketing Center Bowling Green Station, PO Box 5058 New York, NY 10274-5058	United States Bankruptcy Court Southern District of New York One Bowling Green New York, NY 10004

PLEASE SEND A COPY OF YOUR OBJECTION TO THE ASSIGNEE AT THE ABOVE ADDRESS. IF YOU FILE AN OBJECTION, A HEARING WILL BE SCHEDULED. IF YOUR OBJECTION IS NOT TIMELY FILED, THE ASSIGNEE WILL BE SUBSTITUTED FOR THE ASSIGNOR ON THE BANKRUPTCY COURT RECORDS AS A CLAIMANT IN THIS PROCEEDING.

SPECIAL SITUATIONS INVESTING GROUP, INC.

By: 

Name:

ROBERT G. FRAHM III

Title:

AUTHORIZED SIGNATORY

EXHIBIT A

Evidence of Transfer of Claim

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
Delphi Automotive Systems LLC, : Case No. 05-44640 (RDD)
: :
Debtors. :
: :
-----X

JPMORGAN CHASE BANK, N.A. ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto **SPECIAL SITUATIONS INVESTING GROUP, INC.**, its respective successors and assigns ("Assignee") all rights, title and interest in and to the claims of Assignor in the principal amount of \$4,041,686.30 plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Corporation et al. (the "Debtors") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44481 (RDD) (Jointly Administered).

The claim transferred hereby constitutes the claim described in the true copy of the Proof of Claim filed by Cataler North America Corporation (the "Original Assignor"), a copy of which is attached hereto as Exhibit C. A copy of the Evidence of Transfer of Claim from Original Assignor to The Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BoFT") is attached hereto as Exhibit D-1 and a copy of Evidence of Transfer of Claim from BoFT to Assignor is attached hereto as Exhibit D-2. The Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

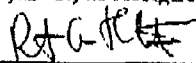
{Signatures appear on the following page.}

AUG-31-2006 09:09 From:

To: Goldman Sachs Co P.4/4

IN WITNESS WHEREOF, dated the 31st day of August, 2006.

**SPECIAL SITUATIONS INVESTING
GROUP, INC., as Assignee**

By: 

Name:

Title:

**ROBERT G. FRAHM III
AUTHORIZED SIGNATORY**

Accepted and agreed to as of this 31st day of
August, 2006

**JPMORGAN CHASE BANK, N.A.,
as Assignor**

By _____

Name:

Title:

IN WITNESS WHEREOF, dated the 31st day of August, 2006.

**SPECIAL SITUATIONS INVESTING
GROUP, INC., as Assignee**

By: _____
Name:
Title:

Accepted and agreed to as of this 31st day of
August, 2006

**JPMORGAN CHASE BANK, N.A.,
as Assignor**


By  _____
Name:
Title: ANDREW OPEL
AUTHORIZED SIGNATORY

EXHIBIT B

Assignee's Payment and Delivery Instructions:

Notice

Special Situations Investing Group, Inc.
c/o Goldman, Sachs & Co.
85 Broad Street, 28th Floor
New York, NY 10004
Attn: Al Drumbowski
Tel.: 212-357-5126
Fax: 212-902-4103

With a copy to:

Goldman, Sachs & Co.
30 Hudson Street, 17th Floor
Jersey City, NJ 07302
Attn: Pedro Ramirez
Tel.: 917-343-8319
Fax: 212-428-1243

Wire

JPMorgan Chase Bank, N.A.
New York, NY
ABA # 021000021
A/C Name: Special Situations Investing Group, Inc.
A/C # 066906601
Ref: Delphi
Attn: Philip Green

EXHIBIT C

Proof of Claim

FORM B10 (Official Form 10) (10/05)

CORRECTED PROOF OF CLAIM

UNITED STATES BANKRUPTCY COURT <u>SOUTHERN</u> DISTRICT OF <u>NEW YORK</u>		PROOF OF CLAIM <div style="font-size: 1.2em; font-weight: bold;">Received</div> <div style="font-size: 1.2em; font-weight: bold;">JUL 25 2006</div> <div style="font-size: 1.2em; font-weight: bold;">Kurtzman Carson</div> <div style="font-size: 0.8em;">THIS SPACE IS FOR COURT USE ONLY</div>								
Name of Debtor <u>Delphi Automotive Systems, LLC</u>										
Case Number <u>05-44640</u>										
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.										
Name of Creditor (The person or other entity to whom the debtor owes money or property): <u>Cataler North America Corp</u>	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.									
Name and address where notices should be sent: <u>Cataler North America Corp</u> <u>2002 Cataler Dr.</u> <u>Lincolntown, NC 28092</u>		THIS SPACE IS FOR COURT USE ONLY								
Telephone number: <u>828-970-0014</u>										
Last four digits of account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces if this claim <input checked="" type="checkbox"/> amends a previously filed claim, dated: <u>06/09/2006</u>								
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <div style="margin-top: 10px;"> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date) </div>										
2. Date debt was incurred: <u>9/28/2005-10/8/2006</u>		3. If court judgment, date obtained: <u>N/A</u>								
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.										
<div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> Unsecured Nonpriority Claim \$ <u>4,023,387.57</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. Unsecured Priority Claim <input checked="" type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ <u>18,298.73</u> Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). </div> <div style="width: 48%;"> Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____ <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a), <u>507(b), 546(c)</u> *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. </div> </div>										
5. Total Amount of Claim at Time Case Filed: <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: right; width: 25%;">\$ <u>4,023,387.57</u></td> <td style="text-align: right; width: 25%;">0.00</td> <td style="text-align: right; width: 25%;">18,298.73</td> <td style="text-align: right; width: 25%;">4,041,686.30</td> </tr> <tr> <td style="text-align: right; font-size: 0.8em;">(unsecured)</td> <td style="text-align: right; font-size: 0.8em;">(secured)</td> <td style="text-align: right; font-size: 0.8em;">(priority)</td> <td style="text-align: right; font-size: 0.8em;">(Total)</td> </tr> </table> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			\$ <u>4,023,387.57</u>	0.00	18,298.73	4,041,686.30	(unsecured)	(secured)	(priority)	(Total)
\$ <u>4,023,387.57</u>	0.00	18,298.73	4,041,686.30							
(unsecured)	(secured)	(priority)	(Total)							
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.										
7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.										
8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.										
Date <u>7/13/2006</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>JOEL D. APPLEBAUM, ATTORNEY IN FACT</u>									

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or Imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

CLARK HILL
PLC
ATTORNEYS AT LAW

500 Woodward Avenue
Suite 3500
Detroit, Michigan 48226-3435
Tel. (313) 965-8300 ■ Fax (313) 965-8252
www.clarkhill.com

Joel D. Applebaum
Phone: (313) 965-8579
E-Mail: japplebaum@clarkhill.com

June 8, 2006

SENT VIA FEDERAL EXPRESS

U.S. Bankruptcy Court, S.D.N.Y.
Attn: Delphi Automotive Systems Claims
One Bowling Green
New York, NY 10004-1408

Re: Proofs of Claims

Dear Delphi Automotive Systems Claims:

Enclosed is an original and two copies of the Proof of Claim regarding Cataler North America. Please return two time stamped copies in the enclosed self-addressed stamped envelope. Thank you for your attention in this matter.

Sincerely,

CLARK HILL PLC

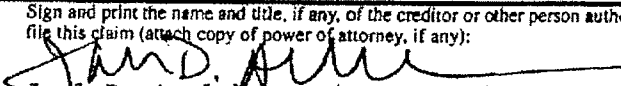


Joel D. Applebaum

JDA:mcc
Enclosures

WORKING FILE COPY

FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM								
Name of Debtor Delphi Automotive Systems, LLC	Case Number 05-44640									
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.										
Name of Creditor (The person or other entity to whom the debtor owes money or property): Cataler North America Corp	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.									
Name and address where notices should be sent: Cataler North America Corp 2002 Cataler Dr. Lincolnton, NC 28092		THIS SPACE IS FOR COURT USE ONLY								
Telephone number: (828) 970-0014										
Last four digits of account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____								
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <div style="float: right; margin-top: 10px;"> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ (date) to _____ (date) </div>										
2. Date debt was incurred: 09/28/2005-10/06/2005		3. If court judgment, date obtained: N/A								
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> Unsecured Nonpriority Claim \$ 4,023,387.57 <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. Unsecured Priority Claim <input checked="" type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ 18,298.73 Specify the priority of the claim: Administrative <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). </div> <div style="width: 48%;"> Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____ <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(5)-(8), and 54(c): *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. </div> </div>										
5. Total Amount of Claim at Time Case Filed: <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: right;">\$ 4,023,387.57</td> <td style="text-align: right;">0.00</td> <td style="text-align: right;">18,298.73</td> <td style="text-align: right;">4,041,686.30</td> </tr> <tr> <td style="text-align: center;">(unsecured)</td> <td style="text-align: center;">(secured)</td> <td style="text-align: center;">(priority)</td> <td style="text-align: center;">(Total)</td> </tr> </table> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			\$ 4,023,387.57	0.00	18,298.73	4,041,686.30	(unsecured)	(secured)	(priority)	(Total)
\$ 4,023,387.57	0.00	18,298.73	4,041,686.30							
(unsecured)	(secured)	(priority)	(Total)							
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY								
Date: 6/8/2006 Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):  Joel D. Applebaum, Attorney In Fact										

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

Cataler North America Corp.
February 21, 2006
Page 5

Reclamation Claim
Reconciled Amount \$18,298.73

AGREEMENT

In accordance with paragraph 2, section (b)(iii) of the Order, Cataler North America Corp. agrees to the terms of this Statement.

Cataler North America Corp.

By: *Albert Alvarez* Dated: *4/24/06*
(signature)
Albert Alvarez
(print or type name)
GM - Administration; Corporate Secretary
(print or type title)

DISAGREEMENT

In accordance with paragraph 2, section (b)(iv) of the Order, Cataler North America Corp. disputes the terms of this Statement and encloses the information required by paragraph 2, section (b)(iv) of the Order.

Cataler North America Corp.

By: _____ Dated: _____
(signature)

(print or type name)

(print or type title)

Delphi Bankruptcy Claim

unsecured claim

Cataler North America

Invoice #	finvtype	Ship date	Original due	Document Date	Total Amount	Bill Of Lading
0000003307	N	8/29/2005	9/28/2005	9/1/2005	\$2,416.40	2999
0000003302	N	8/29/2005	10/2/2005	9/1/2005	\$441,674.91	2993
0000003303	N	8/29/2005	10/2/2005	9/1/2005	\$39,839.66	2994
0000003304	N	8/29/2005	10/2/2005	9/1/2005	\$13,157.76	2995
0000003305	N	8/29/2005	10/2/2005	9/1/2005	\$14,797.44	2997
0000003306	N	8/29/2005	10/2/2005	9/1/2005	\$21,826.56	2998
0000003325	N	9/1/2005	11/1/2005	9/6/2005	\$224,011.71	3014
0000003326	N	9/1/2005	11/1/2005	9/6/2005	\$10,913.28	3016
0000003328	N	9/1/2005	11/1/2005	9/6/2005	\$48,948.84	3019
0000003345	N	9/1/2005	11/1/2005	9/6/2005	\$13,157.76	3015
0000003339	N	9/6/2005	11/1/2005	9/8/2005	\$155,689.65	3030
0000003340	N	9/6/2005	11/1/2005	9/8/2005	\$22,438.60	3031
0000003341	N	9/6/2005	11/1/2005	9/8/2005	\$23,308.17	3032
0000003342	N	9/6/2005	11/1/2005	9/8/2005	\$39,869.20	3033
0000003343	N	9/6/2005	11/1/2005	9/8/2005	\$33,403.48	3034-1
0000003314	M	8/31/2005	10/2/2005	9/9/2005	\$12,654.37	CCP32489
0000003315	M	8/31/2005	10/2/2005	9/9/2005	\$15,033.60	CCP32487
0000003358	N	9/8/2005	11/1/2005	9/12/2005	\$285,682.95	3046
0000003359	N	9/8/2005	11/1/2005	9/12/2005	\$10,913.28	3047
0000003360	N	9/8/2005	11/1/2005	9/12/2005	\$42,495.44	3048
0000003373	N	9/12/2005	11/1/2005	9/12/2005	\$28,492.80	3045
0000003390	M	9/7/2005	11/1/2005	9/14/2005	\$17,293.81	CCP32853
0000003391	M	9/7/2005	11/1/2005	9/14/2005	\$7,516.80	CCP32852
0000003357	N	9/8/2005	11/1/2005	9/15/2005	\$28,143.00	3062
0000003371	N	9/12/2005	11/1/2005	9/15/2005	\$293,139.93	3060
0000003372	N	9/12/2005	11/1/2005	9/15/2005	\$31,857.49	3061
0000003374	N	9/12/2005	11/1/2005	9/15/2005	\$34,347.60	3063
0000003375	N	9/12/2005	11/1/2005	9/15/2005	\$28,315.52	3064
0000003376	N	9/12/2005	11/1/2005	9/15/2005	\$22,468.32	3065
0000003407	N	9/15/2005	11/1/2005	9/19/2005	\$266,234.34	3086
0000003408	N	9/15/2005	11/1/2005	9/19/2005	\$9,764.37	3087
0000003409	N	9/15/2005	11/1/2005	9/19/2005	\$33,598.46	3089
0000003410	N	9/15/2005	11/1/2005	9/19/2005	\$14,797.44	3090
0000003411	N	9/15/2005	11/1/2005	9/19/2005	\$10,913.28	3091
0000003392	M	9/14/2005	11/1/2005	9/21/2005	\$7,297.56	CCP33236
0000003393	M	9/14/2005	11/1/2005	9/21/2005	\$11,702.69	CCP33237
0000003420	N	8/19/2005	11/1/2005	9/22/2005	\$197,710.74	3100
0000003421	N	9/19/2005	11/1/2005	9/22/2005	\$25,247.14	3101
0000003422	N	9/19/2005	11/1/2005	9/22/2005	\$3,490.17	3102
0000003423	N	9/19/2005	11/1/2005	9/22/2005	\$28,819.66	3104
0000003436	N	9/22/2005	11/1/2005	9/26/2005	\$166,169.73	3117
0000003437	N	9/22/2005	11/1/2005	9/26/2005	\$22,468.32	3119
0000003438	N	9/22/2005	11/1/2005	9/28/2005	\$14,797.44	3120
0000003484	N	9/29/2005	11/1/2005	10/1/2005	\$404,984.63	3138
0000003488	N	9/29/2005	11/1/2005	10/1/2005	\$19,047.30	3143
0000003469	N	9/29/2005	11/1/2005	10/1/2005	\$20,251.28	3144
0000003470	N	9/29/2005	11/1/2005	10/1/2005	\$14,246.40	3145
0000003471	N	9/29/2005	11/1/2005	10/1/2005	\$31,758.86	3146
0000003472	N	9/29/2005	11/1/2005	10/1/2005	\$714.96	3147 (deducted reclamation)
0000003473	N	9/29/2005	11/1/2005	10/1/2005	\$306.72	3148 (deducted reclamation)
0000003474	N	9/29/2005	11/1/2005	10/1/2005	\$13,998.12	3149
0000003439	M	9/21/2005	11/1/2005	10/3/2005	\$6,423.84	CCP33632
0000003440	M	9/21/2005	11/1/2005	10/3/2005	\$7,516.80	CCP33631
0000003448	M	9/26/2005	11/1/2005	10/3/2005	\$15,929.88	CCP33668 (deducted reclamation)
0000003449	M	9/26/2005	11/1/2005	10/3/2005	\$6,806.88	CCP33667 (deducted reclamation)

0000003457	N	9/28/2005	11/1/2005	10/3/2005	\$128,784.06	3129
0000003478	N	9/30/2005	11/1/2005	10/4/2005	\$90,289.92	3153
0000003480	N	9/30/2005	11/1/2005	10/4/2005	\$44,847.48	3154
0000003482	M	9/28/2005	11/1/2005	10/5/2005	\$6,373.79	CCP34013 (deducted reclamation)
0000003479	N	9/30/2005	11/1/2005	10/5/2005	\$14,797.44	3155
0000003498	N	10/3/2005	12/2/2005	10/6/2005	\$52,991.12	3163
0000003496	N	10/3/2005	12/2/2005	10/6/2005	\$285,481.41	3161
0000003497	N	10/3/2005	12/2/2005	10/6/2005	\$28,870.71	3162
0000003499	N	10/3/2005	12/2/2005	10/6/2005	\$31,829.31	3164
0000003500	N	10/3/2005	12/2/2005	10/6/2005	\$22,207.00	3165
General Claim Total					\$4,023,387.57	

Reclamation						
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0000003449	M	9/28/2005	11/1/2005	10/3/2005	\$8,132.76	CCP33867
0000003462	M	9/28/2005	11/1/2005	10/5/2005	\$1,143.01	CCP34013
0000003472	N	9/29/2005	11/1/2005	10/1/2005	\$8,289.92	3147
0000003473	N	9/29/2005	11/1/2005	10/1/2005	\$2,023.38	3148
Reclamation claim total					\$18,298.73	

Claim total	\$4,041,686.30
--------------------	-----------------------

FedEx | Ship Manager | Label 7910 1090 0455

Page 1 of 1

From: Origin ID: (313)965-8300
Joel D. Applebaum
Clark Hill PLC
500 Woodward Avenue
Suite 3500
Detroit, MI 48226-3435



Ship Date: 08JUN06
ActWgt: 1 LB
System#: 3089023/INET2400
Account#: S *****

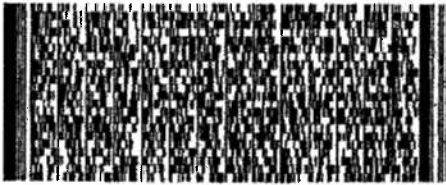
REF: 25777103229



Delivery Address Bar Code

SHIP TO: (212)668-2870 BILL SENDER
U. S. Bankruptcy Court S.D.N.Y.
Delphi Automotive Systems Claims
One Bowling Green

New York, NY 100041408



STANDARD OVERNIGHT

FRI

Deliver By:
09JUN06

TRK# 7910 1090 0455

FORM
0201

EWR

A1

10004 -NY-US

Z1 SXYA



Shipping Label: Your shipment is complete

1. Use the 'Print' feature from your browser to send this page to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

Warning: Use only the printed original label for shipping. Using a photocopy of this label for shipping purposes is fraudulent and could result in additional billing charges, along with the cancellation of your FedEx account number.

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Croft, Monique C.

From: TrackingUpdates@fedex.com
Sent: Friday, June 09, 2006 9:14 AM
To: Croft, Monique C.
Subject: FedEx Shipment 791010900455 Delivered

Our records indicate that the following shipment has been delivered:

Tracking number:	791010900455
Reference:	25777/103229
Ship (P/U) date:	Jun 8, 2006
Delivery date:	Jun 9, 2006 09:10 AM
Sign for by:	G.WHITE
Delivered to:	Receptionist/Front Desk
Service type:	FedEx Standard Overnight
Packaging type:	FedEx Envelope
Number of pieces:	1
Weight:	0.5 LB

Shipper Information
Joel D. Applebaum
Clark Hill PLC
500 Woodward Avenue
Suite 3500
Detroit
MI
US
482263435

Recipient Information
U. S. Bankruptcy Court S.D.N.Y.
Delphi Automotive Systems Claims
One Bowling Green
New York
NY
US
100041408

Special handling/Services:
Deliver Weekday

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All weights are estimated.

To track the latest status of your shipment, click on the tracking number above, or visit us at fedex.com.

This tracking update has been sent to you by FedEx on the behalf of the Requestor noted above. FedEx does not validate the authenticity of the requestor and does not validate, guarantee or warrant the authenticity of the request, the requestor's message, or the accuracy of this tracking update. For tracking results and fedex.com's terms of use, go to fedex.com.

Thank you for your business.

6/9/2006

EXHIBIT D-1

Evidence of Transfer of Claim from Original Assignor to BofT

(see above)

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
Delphi Automotive Systems LLC, : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
:
:

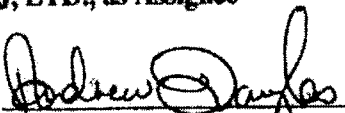
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CATALER NORTH AMERICA CORPORATION (the "Assignor"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto **THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.**, its respective successors and assigns ("Assignee") all rights, title and interest in and to the claims of Assignor in the principal amount of \$4,041,686.30 plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Automotive Systems LLC (the "Debtors") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44481 (RDD) (Jointly Administered), In re Delphi Corp.

The claim transferred hereby constitutes the claim described in the true copy of the Proof of Claim dated June 8, 2006, which is attached hereto as Exhibit C. Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

[The remainder of this page is left blank intentionally. The next page is the signature page.]

IN WITNESS WHEREOF, dated the 11 day of July, 2006.

**THE BANK OF TOKYO-MITSUBISHI
UFJ, LTD., as Assignee**

By 
Name: ANDREW DOUGLAS
Title: Authorized Signatory

Accepted and agreed to as of this 11th date of
July, 2006

**CATALER NORTH AMERICA
CORPORATIN, as Assignor**

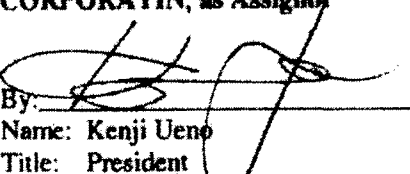
By 
Name: Kenji Ueno
Title: President

EXHIBIT D-2

Evidence of Transfer of Claim from BofT to Assignor

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
Delphi Automotive Systems LLC, : Case No. 05-44481 (RDD)
: :
Debtors. : (Jointly Administered)
: :
: :

-----X

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD. (the "Assignor"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto **JPMORGAN CHASE BANK, N.A.**, its respective successors and assigns ("Assignee") all rights, title and interest in and to the claims of Assignor in the principal amount of \$4,041,686.30 plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Automotive Systems LLC (the "Debtors") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44481 (RDD) (Jointly Administered), In re Delphi Corp.

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[The remainder of this page is left blank intentionally. The next page is the signature page.]

IN WITNESS WHEREOF, dated the 11th day of July, 2006.

**JPMORGAN CHASE BANK, N.A.,
as Assignee**

By 

Name:

Title:

**ANDREW OPEL
AUTHORIZED SIGNATORY**

Accepted and agreed to as of this 11th date of
July, 2006

**THE BANK OF TOKYO-MITSUBISHI
UFJ, LTD., as Assignor**

By: _____

Name:

Title:

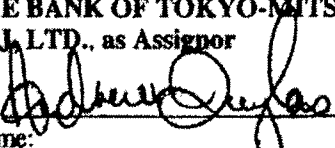
IN WITNESS WHEREOF, dated the ____ day of July, 2006.

JPMORGAN CHASE BANK, N.A.,
as Assignee

By _____
Name:
Title:

Accepted and agreed to as of this 11th date of
July, 2006

THE BANK OF TOKYO-MITSUBISHI
UFJ, LTD., as Assignor

By: 
Name:
Title: **ANDREW DOUGLAS**
Authorized Signatory